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UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
(Jointly Administered)

**OBJECTION OF NEC ELECTRONICS AMERICA, INC. TO DEBTOR'S NOTICE OF
NON-ASSUMPTION UNDER THE MODIFIED PLAN WITH RESPECT TO
CERTAIN EXPIRED OR TERMINATED CONTRACTS OR LEASES PREVIOUSLY
DEEMED TO BE ASSUMED OR ASSUMED AND ASSIGNED UNDER CONFIRMED
PLAN OF REORGANIZATION (AS LISTED IN DOCKET NO. 17728)**

NEC Electronics America, Inc. ("NEC"), by and through its undersigned counsel, hereby files this objection to Debtor's Notice of Non-Assumption Under the Modified Plan with Respect to Certain Expired or Terminated Contracts or Leases Previously Deemed to be Assumed or Assumed and Assigned Under Confirmed Plan of Reorganization. In support of this objection, NEC states as follows:

1. On October 8, 2005, Delphi and certain of its subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions with this Bankruptcy Court for relief under Chapter 11 of Title 11, United States Code.

2. At various times, the Debtors and NEC entered into the purchase orders/contracts listed at Exhibit A hereto (the "Contracts"), whereby NEC would provide certain products to the Debtors.

3. In early 2008, the Debtor stated that the Contracts would be assumed with corresponding cure dollars be paid to NEC. (See Exhibit A hereto and docket No. 12899, Exhibit B, page 26-27.)

4. On July 2, 2009, the Debtor filed Schedule 9.3 (Assumption List) that included the Contracts (see docket No. 17557).

5. Thereafter, NEC received a Notice of Non-Assumption with regard to the Contracts that stated that the Contracts had expired or been terminated. (See docket No. 17728, Exhibit A, page 60.)

6. As can be seen from Exhibit A hereto, the Debtor has issued revised purchase order numbers with regard to several Contracts. Notwithstanding the change in purchase order numbers asserted by Debtor, NEC continues the production and delivery of the same parts as provided under the original Contracts.

7. Moreover, apart from the mere renumbering of prepetition purchase orders referred to above, NEC has not, to the best of its knowledge received notice that the Contracts have expired or been terminated and believes that the Contracts remain in full force and effect.

8. Because the legal points and authorities regarding this objection are incorporated herein and do not represent novel theories of law, NEC respectfully requests that the requirement of service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, NEC respectfully requests that the Court (a) determine that the Debtor's Notice of Non-Assumption is of no force and effect with regard to the Contracts listed at Exhibit A hereto; (b) order the Debtors to make cure payments to NEC as listed at Exhibit A hereto; and (c) grant such other further relief as this Court deems just and proper.

Date: Latham, New York
July 21, 2009

KIESELSTEIN LAW FIRM, PLLC
Attorneys for NEC Electronics America, Inc.

By: S/Steve Kieselstein
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EXHIBIT A

Creditor	Contract #	Cure Amount	Schedule 9.3 Assumption List Exhibit Page Reference (docket # 17557)	Notes	NEC PN	Delphi PN	New PO number
NEC Electronics, Inc.	D0550042581	\$1,512,160.00	84	issued new PO #	UPD70F3049YGC-8EU-E3-DE	9390756	0550282173
NEC Electronics, Inc.	D0550045315	\$4,889,399.75	84	still shipping under this same Contract # as of 7/09	UPD70F3358GJ(A)-GAE-E3-DE-AX	28061444	550282279
NEC Electronics, Inc.	D0550045327	\$218,540.00	86	last shipped under this same Contract # as of 6/09	UPD78F0701YGC-8BT-E3-DE	9386083	550282282
NEC Electronics, Inc.	D0550045938	\$824,250.25	84	last shipped under this same Contract # as of 6/09	UPD70F3277YGC-8EA-E3-DE	9400705	550282284
				shipped under this same Contract # and new PO # as of 6/09	UPD70F3257YGC-8EA-E3-DE	9400945	550282284
NEC Electronics, Inc.	D0550065965	\$2,692.80	125	last shipped under this same Contract # as of 5/09	UPD76F0051GC(A9)-8EA-E3-DE	9400016001	550282181

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481
	:	
	:	
Debtors.	:	

**CERIFICATE OF SERVICE
OF
OBJECTION TO DEBTOR'S NOTICE OF
NON-ASSUMPTION OF EXECUTORY CONTRACTS**

I, Patricia Stratton, hereby certify that on July 21, 2009, I caused the Objection of NEC Electronics America, Inc. to Debtor's Notice of Non-Assumption Under the Modified Plan with Respect to Certain Expired or Terminated Contracts or Leases Previously Deemed to be Assumed or Assumed and Assigned Under confirmed Plan of Reorganization (As Listed in Docket No. 17728) to be served on the following parties as indicated below:

BY EMAIL AND ECF FILING

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Date: Latham, New York
July 21, 2009

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